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September 1, 2009

BY E-FILING

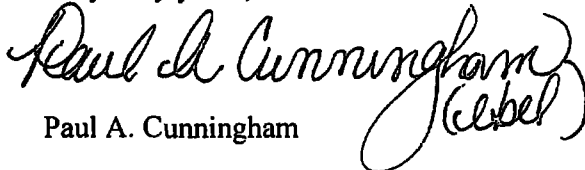
Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
Office of the Secretary
395 E Street, S.W.
Washington, DC 20423-0001

**Re: *Sterlite (USA), Inc. – Acquisition and Operation Exemption – Copper Basin
Railway, Inc., Line in Pinal and Gila Counties, AZ (STB Finance Docket No.
35291)***

Dear Ms. Quinlan:

Enclosed for filing in the above-referenced proceeding please find: (1) Petition of Sterlite (USA), Inc., for Leave to Withdraw Petition for Waiver of 49 C.F.R. § 1150.32(e); (2) Reply of Sterlite (USA), Inc., to Petition of ASARCO Incorporated and Americas Mining Corporation to Reject Notice of Exemption; and (3) Reply of Sterlite (USA), Inc., to Supplement to Reply in Opposition of ASARCO Incorporated and Americas Mining Corporation to Verified Notice of Exemption.

Very truly yours,


Paul A. Cunningham

Enclosures

cc: Gregory Evans, Esquire
Robert Winter, Esquire

225677

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35291

**STERLITE (USA), INC.
- ACQUISITION AND OPERATION EXEMPTION -
COPPER BASIN RAILWAY, INC., LINE
IN PINAL AND GILA COUNTIES, AZ**

**PETITION OF STERLITE (USA), INC.,
FOR LEAVE TO WITHDRAW
PETITION FOR WAIVER OF 49 C.F.R. § 1150.32(e)**

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Counsel for Sterlite (USA), Inc.

Dated: September 1, 2009

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

STB Finance Docket No. 35291

**STERLITE (USA), INC.
– ACQUISITION AND OPERATION EXEMPTION –
COPPER BASIN RAILWAY, INC., LINE
IN PINAL AND GILA COUNTIES, AZ**

**PETITION OF STERLITE (USA), INC.,
FOR LEAVE TO WITHDRAW
PETITION FOR WAIVER OF 49 C.F.R. § 1150.32(e)**

On August 14, 2009, Sterlite (USA), Inc. (“Sterlite”), filed a Verified Notice of Exemption relating to its proposed acquisition of the rail lines of Copper Basin Railway, Inc. (“CBRY”). That Notice contained a certification that Sterlite had, earlier that day, had a notice to employees regarding the proposed acquisition posted at the CBRY workplace, as required by 49 C.F.R. § 1150.32(e).¹

Ordinarily, a notice of exemption filed under 49 C.F.R. § 1150.31 *et seq.* takes effect 30 days after the filing of the notice. 49 C.F.R. § 1150.32(b). Because the labor notice required under 49 C.F.R. § 1150.32(e) must be filed 60 days before the effectiveness of a notice of exemption, however, in this case the earliest the exemption may take effect, and thus the earliest the parties may close on the proposed acquisition, will be October 13, 2009, unless the Board grants a waiver of the 60-day notice period. *Sterlite (USA), Inc. – Acquisition & Operation Exemption – Copper Basin Ry.*, STB Finance Docket No. 35291, slip op. at 3 n.5 (STB served Aug. 28, 2009).

¹ 49 C.F.R. § 1150.33(e) also requires that an applicant “serve a copy of the notice on the national offices of the labor unions with employees on the affected line(s).” As explained in Sterlite’s Notice, this requirement is inapplicable to Sterlite’s proposed acquisition because there are no labor unions with employees on CBRY’s lines.

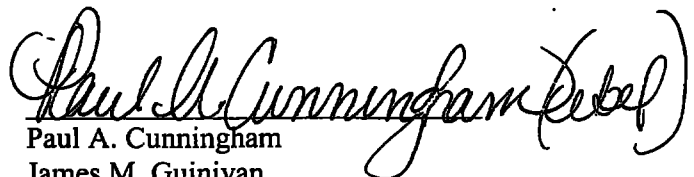
Simultaneously with its Notice of Exemption, Sterlite filed a petition requesting a waiver of 49 C.F.R. § 1150.32(e). Specifically, Sterlite requested that the Board permit the exemption to take effect with respect to its proposed acquisition at the end of 30 days from the filing of the Notice of Exemption (which is also 30 days from the posting of the required labor notice and certification of that fact to the Board), so that the closing on the proposed acquisition might take place as soon as possible after confirmation of the bankruptcy reorganization plan relating to the acquisition. On August 25, 2009, ASARCO Incorporated and Americas Mining Corporation (together, "Parent") filed a Reply in Opposition to Sterlite's Petition.

While Sterlite continues to maintain that the requested waiver would cause no prejudice to affected employees and is warranted under the Board's precedents, it has determined that the reorganization plan is unlikely to receive final confirmation before October 13, 2009. In order to avoid unnecessary expenditure of resources by the Board and the parties, Sterlite therefore respectfully requests leave to withdraw its Petition for Waiver.

CONCLUSION

The Board should grant leave for Sterlite to withdraw its Petition for Waiver.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Paul A. Cunningham", is written over a horizontal line.

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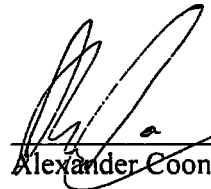
Dated: September 1, 2009

CERTIFICATE OF SERVICE

I hereby certify that I have this 1st day of September, 2009, served copies of the foregoing Petition o Sterlite (USA), Inc., for Leave to Withdraw Petition for Waiver of 49 C.F.R. §1150.32(e) by e-mail upon the following:

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